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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
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**STIPULATION AND AGREEMENT FOR PROVISIONAL  
ALLOWANCE OF CLAIMS SOLELY FOR PURPOSES OF  
VOTING ON THE DEBTORS' SECOND AMENDED JOINT CHAPTER 11 PLAN**

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (together, the “Debtors”) and Claimants<sup>1</sup> (together with Lehman, the “Parties”), hereby stipulate and agree as follows:

**RECITALS**

A. On September 15, 2008 and on various dates thereafter, each of the Debtors filed a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”)

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<sup>1</sup> As used herein, “Claimants” means Acenden Limited (f/k/a Capstone Mortgage Services Limited); Eldon Street (Raven) Limited; Grace Hotels Limited; LB Equity (Nominees Number 7) Ltd.; LB Holdings Intermediate 2 Limited; LB SF No. 1 Ltd.; LB UK RE Holdings Limited; LBQ Funding (UK); Lehman Brothers (Indonesia) Limited; Lehman Brothers Europe Limited; Lehman Brothers Holdings PLC; Lehman Brothers International (Europe) (“LBIE”); Lehman Brothers Limited; Lehman Brothers Nominees Limited; Lehman Brothers UK Holdings Limited; Lehman Brothers Commercial Conduit Limited; Mable Commercial Funding Limited; MBAM Investor Limited; Monaco NPL (No. 1) Limited; Preferred Mortgages Limited; Resetfan Limited; Southern Pacific Funding 3 Limited; Southern Pacific Mortgage Limited; Storm Funding Limited; Thayer Group Limited; Thayer Properties (Jersey) Limited; Thayer Properties Limited; and Zestdew Limited, as represented by their respective joint administrators or joint liquidators, as applicable.

in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), which cases are being jointly administered under Case Number 08-13555 (the “Lehman Bankruptcy Cases”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. Pursuant to the order entered on July 2, 2009, the Bankruptcy Court established September 22, 2009 at 5:00 p.m. (Prevailing Eastern Time) as the last date and time for the filing of proofs of claim against any of the Debtors based upon pre-chapter 11 transactions.

C. The Claimants have filed the proofs of claim set forth on Schedule A against the Debtors (the “Filed Claims”).

D. On September 1, 2011, the Debtors filed the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holding Inc. and its Affiliated Debtors (as may be further modified from time to time, the “Third Amended Plan”) and a related disclosure statement (as may be further modified from time to time, the “Disclosure Statement”), and the Bankruptcy Court entered an order approving the Disclosure Statement and governing solicitation and voting on the Third Amended Plan, ECF No. 19631 (the “Voting Procedures Order”).

E. The Debtors and Claimants enter into this stipulation for the purposes of provisionally allowing the Claimants’ asserted claims against the Debtors as set forth herein solely for the purposes of allowing the Claimants to vote on the Third Amended Plan, consistent with the Voting Procedures Order (the “Stipulation”).

### **AGREEMENT**

1. This Stipulation shall become effective upon the execution by each of the Parties (the “Effective Date”).

2. Upon the Effective Date, the Claimants shall be deemed to hold provisionally allowed claims against the applicable Debtors, for purposes of voting on the Third Amended Plan, in the classes and the amounts set forth on Schedule B (the “Voting Claims”), and (except as provided in paragraph 7 of this Stipulation) the Claimants shall not be entitled to vote any other claims on the Third Amended Plan.

3. The provisional allowance of the Voting Claims pursuant to this Stipulation is without prejudice to each of the Parties’ respective rights and obligations under and pursuant to the Third Amended Plan, applicable bankruptcy and non-bankruptcy law, and equitable principles. Except as expressly provided for herein with respect to the provisional allowance of the Voting Claims, nothing herein is or shall be deemed to be (a) a determination, allowance or disallowance of any of the Claimants’ asserted claims against any of the Debtors or their estates for any purpose whatsoever, (b) an admission, release or waiver of any rights with respect to any of the Filed Claims against any of the Debtors including, without limitation, as to the amount, extent, validity or priority of any of the Filed Claims against any of the Debtors, or (c) a release or waiver of any rights of the Parties to assert any and all objections, defenses or counterclaims or other rights in respect of any of the Filed Claims.

4. The provisional allowance of the Voting Claims pursuant to this Stipulation shall not be deemed a determination or have any effect on the classification of a Claim under the Third Amended Plan.

5. Neither this Stipulation, any of the provisions hereof, nor any act performed or document executed pursuant to or in furtherance of this Stipulation, is or may be deemed to be or may be used as an admission of, or evidence of, the validity or invalidity of any aspect of the Filed Claims against the Debtors or of any other claim or right of any kind, or of

any wrongdoing or liability of any of the Parties in the Debtors' chapter 11 cases, or any other matter pending before the Bankruptcy Court, including for the purposes of establishing reserves under the Third Amended Plan. Except as specifically set forth herein, this Stipulation shall not affect the Filed Claims and is without prejudice to, and shall in no way affect, the rights of the Parties hereto with respect to such asserted claims.

6. Nothing in this Stipulation, express or implied, is intended or shall be construed to confer upon, or to give to, any person other than the Parties hereto, and their respective successors and assigns, any right, remedy or claim under or by reason of this Stipulation; and the provisions contained in this Stipulation are and shall be for the sole and exclusive benefit of the Parties hereto.

7. Nothing in this Stipulation shall govern or have any effect on the allowance for purposes of voting on the Third Amended Plan of structured securities issued or guaranteed by LBHI that are beneficially owned by persons or entities other than any of the Claimants, which securities are included within the proofs of claim denoted with an asterisk on Schedule A hereto. With respect to any such structured securities beneficially owned by affiliates of LBHI for which LBIE is the record holder, at the request of the applicable affiliate on notice to LBIE, the Debtors will provide directly to such affiliate a separate ballot for voting on the Third Amended Plan in an amount to be agreed between the Debtors and such affiliate.

8. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings among the Parties relating thereto.

9. This Stipulation may not be modified other than by signed writing executed by each of the Parties and delivered to each Party.

10. Each person who executes this Stipulation represents that he or she is duly authorized to do so on behalf of the applicable Party and that each such Party has full knowledge of, and has consented to, this Stipulation.

11. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies, or facsimiles signed by the Parties.

12. This Stipulation shall inure to the benefit of, and shall be binding upon, the Parties and their respective successors, assignees, heirs, executors, administrators and liquidators.

13. This Stipulation shall be exclusively governed by and construed and enforced in accordance with the laws of the State of New York, without regard to its conflicts of law principles.

14. The Bankruptcy Court shall have exclusive jurisdiction over any and all disputes arising out of or otherwise relating to this Stipulation. Should the Bankruptcy Court abstain from exercising its jurisdiction or be found not to have jurisdiction over a matter relating to this Stipulation, such matter shall be adjudicated in either the United States District Court, for the Southern District of New York or a court of competent jurisdiction in the State of New York.

Dated: September 13, 2011  
New York, New York



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*[Signature Page for Voting Stipulation with U.S. Debtors]*

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Eldon Street (Raven) Limited; Grace  
Hotels Limited; LB Equity (Nominees  
Number 7) Ltd.; LB Holdings  
Intermediate 2 Limited; LB SF No. 1 Ltd.;  
LB UK RE Holdings Limited; LBQ  
Funding (UK); Lehman Brothers  
(Indonesia) Limited; Lehman Brothers  
Europe Limited; Lehman Brothers  
Holdings PLC; Lehman Brothers  
International (Europe); Lehman Brothers  
Limited; Lehman Brothers UK Holdings  
Limited; Lehman Brothers Commercial  
Conduit Limited; Mable Commercial  
Funding Limited; Monaco NPL (No. 1)  
Limited; Storm Funding Limited; Thayer  
Properties Limited; and Zestdew Limited

*[Signature Page for Voting Stipulation with U.S. Debtors]*

By:   
Jeff Lundgren

Director of Claimant Acenden  
Limited

Acenden Limited  
4th Floor  
22-25 Finsbury Square  
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England

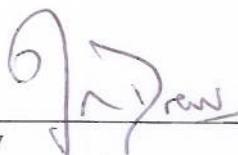
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Amany Attia

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Limited

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*[Signature Page for Voting Stipulation with U.S. Debtors]*

By:

  
\_\_\_\_\_  
Jeffrey Drew

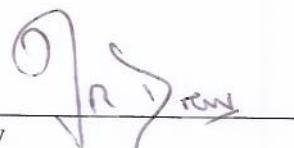
Authorized signatory for Claimant  
Lehman Brothers Nominees Limited

Reed Smith   
Broadgate Tower  
20 Primrose Street  
London, EC2A 2RS  
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*[Signature Page for Voting Stipulation with U.S. Debtors]*

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Authorized signatory for Claimant  
MBAM Investor Limited

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*[Signature Page for Voting Stipulation with U.S. Debtors]*

By:



Lee Brandon

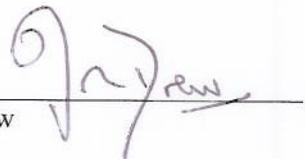
Director of Claimant Preferred  
Mortgages Limited

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*[Signature Page for Voting Stipulation with U.S. Debtors]*

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Authorized signatory for Claimant  
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Lee Brandon

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*[Signature Page for Voting Stipulation with U.S. Debtors]*

By:



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*[Signature Page for Voting Stipulation with U.S. Debtors]*

By: N. Vermeulen  
Nick Vermeulen

Joint Liquidator for Claimant Thayer  
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*[Signature Page for Voting Stipulation with U.S. Debtors]*

By:



Nick Vermeulen

Joint Liquidator for Claimant Thayer  
Properties (Jersey) Limited

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**Schedule A – Filed Claims**

<b>Claimant</b>	<b>Debtor</b>	<b>Claim Number</b>
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers OTC Derivatives Inc	16524
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers Holdings Inc.	16525
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers Special Financing Inc.	16527
Eldon Street (Raven) Limited	Lehman Brothers Holdings Inc.	23481
Eldon Street Holdings Limited	Lehman Commercial Paper Inc.	14635
Eldon Street Holdings Limited	Lehman Brothers Holdings Inc.	23484
Grace Hotels Limited	Lehman Brothers Holdings Inc.	14621
Grace Hotels Limited	Lehman Commercial Paper Inc.	23567
Lehman Brothers Equity (Nominees Number 7) Limited	Lehman Brothers Holdings Inc.	23482
LB Holdings Intermediate 2 Limited	Lehman Brothers Holdings Inc.	16522
LB SF No. 1	Lehman Brothers Special Financing Inc.	14623
LB SF No. 1	Lehman Brothers Holdings Inc.	21525
LB UK RE Holdings Limited	Lehman Brothers Commercial Corporation	14617
LB UK RE Holdings Limited	Lehman Brothers Holdings Inc.	21524
LB UK RE Holdings Limited	Lehman Brothers Special Financing Inc.	23566
LB UK RE Holdings Limited	Lehman Commercial Paper Inc.	23570
LBQ Funding (UK)	Lehman Brothers Holdings Inc.	23483
Lehman Brothers (Indonesia) Limited	Lehman Brothers Holdings Inc.	23563
Lehman Brothers Europe Limited	LB 745 LLC	14614

Lehman Brothers Europe Limited	Lehman Brothers OTC Derivatives Inc.	14620
Lehman Brothers Europe Limited	Lehman Brothers Special Financing Inc.	14622
Lehman Brothers Europe Limited	Lehman Commercial Paper Inc.	14640
Lehman Brothers Europe Limited	Lehman Brothers Commodity Services Inc.	14647
Lehman Brothers Europe Limited	Lehman Brothers Holdings Inc.	21519
Lehman Brothers Europe Limited	Lehman Brothers Commercial Corporation	23474
Lehman Brothers Holdings PLC	Lehman Brothers Holdings Inc.	14012
Lehman Brothers Holdings PLC	Lehman Commercial Paper Inc.	14016
Lehman Brothers Holdings PLC	Lehman Brothers Special Financing Inc.	21522
Lehman Brothers International (Europe)	Lehman Brothers Derivative Products Inc.	21516
Lehman Brothers International (Europe)	LB 745 LLC	21518
Lehman Brothers International (Europe)	Lehman Brothers Commodity Services Inc.	21521
Lehman Brothers International (Europe)	Lehman Commercial Paper Inc.	21526
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	21527
Lehman Brothers International (Europe)	Lehman Brothers OTC Derivatives Inc.	21528
Lehman Brothers International (Europe)	Lehman Brothers Commercial Corporation	21529
Lehman Brothers International (Europe)	Lehman Brothers Special Financing Inc.	21530
Lehman Brothers International (Europe)	Lehman Brothers Financial Products Inc.	21532
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62779*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62780*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62781*

Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62783*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62784*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62785*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62786*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62787*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62788*
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	62789*
Lehman Brothers International (Europe)	Merit, LLC	66831
Lehman Brothers Limited	Lehman Brothers Commodity Services Inc.	14011
Lehman Brothers Limited	LB 745 LLC	14014
Lehman Brothers Limited	Structured Asset Securities Corporation	14015
Lehman Brothers Limited	Lehman Brothers Commercial Corporation	14017
Lehman Brothers Limited	Lehman Brothers Financial Products Inc.	14038
Lehman Brothers Limited	Lehman Commercial Paper Inc.	14040
Lehman Brothers Limited	Lehman Brothers Derivative Products Inc.	14041
Lehman Brothers Limited	CES Aviation LLC	14388
Lehman Brothers Limited	Lehman Brothers OTC Derivatives Inc.	16498
Lehman Brothers Limited	Lehman Brothers Holdings Inc.	21523
Lehman Brothers Limited	Lehman Brothers Special Financing Inc.	23477
Lehman Brothers Nominees Limited	Lehman Brothers Holdings Inc.	23565
Lehman Brothers UK Holdings Limited	Lehman Brothers Holdings Inc.	14646
Lehman Commercial Mortgage Conduit Limited	Lehman Commercial Paper Inc.	23480

Lehman Commercial Mortgage Conduit Limited	Lehman Brothers Holdings Inc.	42255
Mable Commercial Funding Limited	Lehman Brothers Holdings Inc.	14643
Mable Commercial Funding Limited	Lehman Commercial Paper Inc.	14641
Mable Commercial Funding Limited	Lehman Brothers Special Financing Inc.	14624
MBAM Investor Limited	Lehman Brothers Holdings Inc.	16523
Monaco NPL (No. 1) Limited	Lehman Brothers Special Financing Inc.	14636
Monaco NPL (No. 1) Limited	Lehman Brothers Holdings Inc.	14619
Monaco NPL (No. 1) Limited	Lehman Commercial Paper Inc.	14642
Preferred Mortgages Limited	Lehman Brothers Holdings Inc.	16494
Resetfan Limited	Lehman Brothers Holdings Inc.	17072
Southern Pacific Funding 3 Limited	Lehman Brothers Holdings Inc.	17062
Southern Pacific Mortgage Limited	Lehman Brothers Special Financing Inc.	17061
Southern Pacific Mortgage Limited	Lehman Brothers Holdings Inc.	17073
Storm Funding Limited	Lehman Brothers Holdings Inc.	62782
Storm Funding Limited	Lehman Brothers Special Financing Inc.	14639
Storm Funding Limited	Lehman Brothers Holdings Inc.	21517
Storm Funding Limited	Lehman Commercial Paper Inc.	23473
Thayer Group Limited	Lehman Brothers Holdings Inc.	23485
Thayer Properties (Jersey) Limited	Lehman Commercial Paper Inc.	23486
Thayer Properties (Jersey) Limited	Lehman Brothers Holdings Inc.	23488
Thayer Properties Limited	Lehman Commercial Paper Inc.	23476
Thayer Properties Limited	Lehman Brothers Holdings Inc.	23487
Zestdew Limited	Lehman Brothers Special Financing Inc.	14615
Zestdew Limited	Lehman Brothers Holdings Inc.	14638

**Schedule B – Voting Claims**

<b>Claimant</b>	<b>Debtor</b>	<b>Amount</b>	<b>Class<sup>2</sup></b>
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers Holdings Inc.	\$80,557,000	4A
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers Holdings Inc.	\$18,900	4B
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers OTC Derivatives Inc.	\$2,200	5C
Acenden Limited (f/k/a Capstone Mortgage Services Limited)	Lehman Brothers Special Financing Inc.	\$16,700	5C
Eldon Street (Raven) Limited	Lehman Brothers Holdings Inc.	\$2,300,000	4A
Eldon Street Holdings Limited	Lehman Brothers Holdings Inc.	\$57,130,000	4B
Eldon Street Holdings Limited	Lehman Brothers Holdings Inc.	\$611,350,000	4A
Grace Hotels Limited	Lehman Brothers Holdings Inc.	\$1,650,000	4A
Grace Hotels Limited	Lehman Brothers Holdings Inc.	\$4,500	4B
Lehman Brothers Equity (Nominees Number 7) Limited	Lehman Brothers Holdings Inc.	\$4,160,000	4A
LB Holdings Intermediate 2 Limited	Lehman Brothers Holdings Inc.	\$1,154,650,000	4B
LB Holdings Intermediate 2 Limited	Lehman Brothers Holdings Inc.	\$2,680,000	4A
LB SF No. 1 Ltd.	Lehman Brothers Holdings Inc.	\$505,000	4B

<sup>2</sup>

“Class” refers to the classes of claims as described in the Third Amended Plan.

LB SF No. 1 Ltd.	Lehman Brothers Holdings Inc.	\$2,874,300,000	4A
LB UK RE Holdings Limited	Lehman Commercial Paper Inc.	\$46,000,000	5C
LBQ Funding (UK)	Lehman Brothers Holdings Inc.	\$820,000	4A
Lehman Brothers (Indonesia) Limited	Lehman Brothers Holdings Inc.	\$18,600,000	4B
Lehman Brothers (Indonesia) Limited	Lehman Brothers Holdings Inc.	\$614,000	4A
Lehman Brothers Europe Limited	Lehman Brothers Holdings Inc.	\$224,162,000	4B
Lehman Brothers Europe Limited	Lehman Commercial Paper Inc.	\$4,924,000	5C
Lehman Brothers Europe Limited	Lehman Brothers OTC Derivatives Inc.	\$26,000	5C
Lehman Brothers Europe Limited	Lehman Brothers Commercial Corporation	\$260	5C
Lehman Brothers Holdings PLC	Lehman Brothers Holdings Inc.	\$1,111,000	4B
Lehman Brothers Holdings PLC	Lehman Commercial Paper Inc.	\$2,222,000	5C
Lehman Brothers International (Europe)	Lehman Brothers Commercial Corporation	\$300,000,000	5C
Lehman Brothers International (Europe)	Lehman Brothers Holdings Inc.	\$6,008,000,000	4B
Lehman Brothers International (Europe)	Lehman Brothers OTC Derivatives Inc.	\$75,000,000	5C
Lehman Brothers International (Europe)	Lehman Brothers Special Financing Inc.	\$4,000,000,000	5C
Lehman Brothers Limited	Lehman Brothers Commercial Corporation	\$139,000	5C

Lehman Brothers Limited	Lehman Brothers Commodity Services Inc.	\$888,000	5C
Lehman Brothers Limited	Lehman Brothers Holdings Inc.	\$1,197,198,000	4B
Lehman Brothers Limited	Lehman Brothers OTC Derivatives Inc.	\$52,000	5C
Lehman Brothers Limited	Lehman Brothers Special Financing Inc.	\$3,700,000	5C
Lehman Brothers Limited	Lehman Commercial Paper Inc.	\$2,500,000	5C
Lehman Brothers Nominees Limited	Lehman Brothers Holdings Inc.	\$175	4B
Lehman Brothers UK Holdings Limited	Lehman Brothers Holdings Inc.	\$1,937,900,000	4B
Lehman Brothers UK Holdings Limited	Lehman Brothers Holdings Inc.	\$10,600	4A
Lehman Commercial Mortgage Conduit Limited	Lehman Commercial Paper Inc.	\$101,985,000	5C
Lehman Commercial Mortgage Conduit Limited	Lehman Brothers Holdings Inc.	\$41,792,500	4B
Mable Commercial Funding Ltd.	Lehman Brothers Holdings Inc.	\$42,190,000	4B
MBAM Investor Limited	Lehman Brothers Holdings Inc.	\$93,137,000	4B
MBAM Investor Limited	Lehman Brothers Holdings Inc.	\$1,214,000	4A
Monaco NPL (No. 1) Limited	Lehman Brothers Special Financing Inc	\$2,952,000	5C
Preferred Mortgages Limited	Lehman Brothers Holdings Inc.	\$32,709,000	4B
Preferred Mortgages Limited	Lehman Brothers Holdings Inc.	\$42,633,000	4A

Resetfan Limited	Lehman Brothers Holdings Inc.	\$531,000	4A
Southern Pacific Funding 3 Limited	Lehman Brothers Holdings Inc.	\$35,451,000	4A
Southern Pacific Mortgage Limited	Lehman Brothers Holdings Inc.	\$69,200,000	4B
Storm Funding Limited	Lehman Brothers Holdings Inc.	\$805,194,000	4B
Storm Funding Limited	Lehman Brothers Holdings Inc.	\$795,800,000	4A
Storm Funding Limited	Lehman Commercial Paper Inc.	\$182,820,000	5C
Thayer Group Limited	Lehman Brothers Holdings Inc.	\$7,494,000	4A
Thayer Properties (Jersey) Limited	Lehman Brothers Holdings Inc.	\$22,663,000	4B
Thayer Properties Limited	Lehman Commercial Paper Inc.	\$13,400	5C
Zestdew Limited	Lehman Brothers Holdings Inc.	\$3,253,000	4B
Zestdew Limited	Lehman Brothers Special Financing Inc.	\$3,391,000	5C